UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
CELSIUS NETWORK LLC, *et al.*,[1]	)	Case No. 22-10964 (MG)
Debtors.	)	(Jointly Administered)

NINTH DECLARATION OF GREGORY F. PESCE IN SUPPORT OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF WHITE & CASE LLP AS COUNSEL EFFECTIVE AS OF JULY 29, 2022

I, Gregory F. Pesce, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a partner of the firm of White & Case LLP ("**White & Case**" or the "**Firm**"), an international law firm, which maintains offices for the practice of law at, among other locations, 111 South Wacker Drive, Suite 5100, Chicago, Illinois 60606. Among other admissions, I am a member in good standing of the Bar of the State of Illinois, and I have been admitted to practice in Illinois. I have been admitted *pro hac vice* in connection with the above-captioned cases. There are no disciplinary proceedings pending against me in any jurisdiction.

2. I submit this ninth declaration (the "**Ninth Declaration**") pursuant to sections 328(a) and 1103 of title 11 of the United States Code (the "**Bankruptcy Code**"), Rule 2014(a) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and Rules

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); Celsius US Holding LLC (7956); GK8 USA LLC (9450); GK8 Ltd. (1209); and GK8 UK Limited (0893). The location of Debtor Celsius Network LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 50 Harrison Street, Suite 209F, Hoboken, New Jersey 07030.

2014-1, 2016-1, and Rule 9013-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the "**Local Rules**") in support of the *Official Committee of Unsecured Creditors' Application for Entry of an Order Authorizing the Employment and Retention of White & Case LLP as Counsel Effective as of July 29, 2022* [Docket No. 603] (the "**Application**") for the Official Committee of Unsecured Creditors (the "**Committee**").[2] My first declaration was submitted as Exhibit B to the Application (the "**First Declaration**"). My second declaration was filed on September 14, 2022 [Docket No. 814] (the "**Second Declaration**"). My third declaration was filed on October 27, 2022 [Docket No. 1215] (the "**Third Declaration**"). My fourth declaration was filed on December 16, 2022 [Docket No. 1727] (the "**Fourth Declaration**"). My fifth declaration was filed on February 17, 2023 [Docket No. 2100] (the "**Fifth Declaration**"). My sixth declaration was filed on February 24, 2023 [Docket No. 2140] (the "**Sixth Declaration**"). My seventh declaration was filed on April 25, 2023 [Docket No. 2533] (the "**Seventh Declaration**"). My eighth declaration was filed on May 5, 2023 [Docket No. 2589] (the "**Eighth Declaration**" and, collectively, the "**Prior Declarations**").

3. On September 15, 2022, the Court entered the *Order Authorizing the Employment and Retention of White & Case LLP as Counsel Effective as of July 29, 2022* [Docket No. 829] (the "**Retention Order**").

4. To the extent that White & Case determines that any information disclosed herein requires amendment or modification upon White & Case's completion of further analysis or as additional information becomes available to it, a supplemental declaration will be submitted to the

[2] Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application or the *Joint Chapter 11 Plan of Reorganization of Celsius Network LLC and its Debtor Affiliates* [Docket No. 3319] (the "**Plan**").

Court reflecting same. Except as otherwise noted, I have personal knowledge of the matters set forth herein.[3]

5. As noted in the Prior Declarations, White & Case has reviewed and will continue to review its files periodically during these chapter 11 cases with respect to known and newly-identified parties in interest. If any new relevant facts or relationship are discovered or arise, White & Case will use reasonable efforts to identify such developments and will promptly file a supplemental declaration.

Connections to Certain Members of the New Board and Litigation Oversight Committee

6. The Plan provides for the establishment on the Effective Date of (a) the New Board to oversee the business affairs of NewCo and (b) the Litigation Oversight Committee to oversee (in a fiduciary capacity) the Litigation Administrator's prosecution of the Recovery Causes of Action in accordance with the Plan.

7. Gerard Uzzi and Vik Jindal are proposed members of the Litigation Oversight Committee. Mr. Uzzi is a current member of the board of directors of Ara-DHI Equity Finance, LLC, a current White & Case client. Mr. Uzzi is also a former partner of White & Case, having left the Firm in 2012. Mr. Jindal is a current or former member of the board of directors of current or former White & Case clients, including PWM Property Management, LLC; Swissport Group S.à r.l.; GT Real Estate Holdings, LLC; and Mesabi Metallics Company LLC. Mr. Uzzi and Mr. Jindal's connections to certain current or former White & Case clients were disclosed to the Committee prior to the Committee designating those individuals as members of the Litigation Oversight Committee. I do not believe that White & Case's connections to Mr. Uzzi and Mr.

[3] Certain of the disclosures herein relate to matters within the knowledge of attorneys or employees of White & Case and are based on information provided by them.

Jindal preclude White & Case from meeting the standard for the retention of Committee counsel under the Bankruptcy Code.

8. Elizabeth A. LaPuma is a proposed member of the New Board. Ms. LaPuma is a member of the board of directors of Surgalign Holdings, Inc. ("**Surgalign**"), a current White & Case client. Surgalign and certain of its affiliates commenced cases under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas on June 19, 2023. On September 27, 2023, Surgalign's chapter 11 plan was confirmed. Ms. LaPuma's service as a member of the board of Surgalign and White & Case's engagement as counsel to Surgalign are expected to terminate as of October 2, 2023, when Surgalign's chapter 11 plan is expected to become effective in accordance with its terms. Ms. LaPuma's status as a member of Surgalign's Board of Directors was disclosed to the Committee prior to the Committee designating Ms. LaPuma as a member of the New Board. I do not believe that White & Case's connection to Ms. LaPuma precludes White & Case from meeting the standard for the retention of Committee counsel under the Bankruptcy Code.

Reaffirmation of Statement of Disinterestedness

9. Based on the foregoing, to the best of my knowledge and insofar as I have been able to ascertain, (a) White & Case is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, (b) White & Case holds no interest adverse under section 1103(b) of the Bankruptcy Code, and (c) White & Case has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Application, the Prior Declarations, or this Ninth Declaration. Accordingly, I respectfully submit that the requirements for White & Case's retention as attorneys for the Committee have been met.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: September 27, 2023
Chicago, Illinois

/s/ Gregory F. Pesce
Gregory F. Pesce
Partner, White & Case LLP